

**DRAFT**

Attachment 46

Exhibit H

UNITED STATES OF AMERICA  
before the  
SECURITIES AND EXCHANGE COMMISSION

PUBLIC UTILITY HOLDING COMPANY ACT OF 1935  
Release No.        /        , 2002

In the Matter of

DOMINION RESOURCES, INC., ET AL.  
120 Tredegar Street  
Richmond, Virginia 23219

(70- )

NOTICE OF PROPOSED MONEY POOL

Dominion Resources, Inc. ("DRI"), a registered holding company; Consolidated Natural Gas Company ("CNG"), a registered holding company subsidiary of DRI, each at 120 Tredegar Street, Richmond, VA 23219, and the following subsidiaries of DRI (the "DRI Subsidiaries") Dominion Energy, Inc., Elwood Energy LLC, Dominion Reserves, Inc., Dominion Ohio ES, Inc., Dominion Resources Services, Inc. and Dominion Alliance Holding, Inc., each at 120 Tredegar Street, Richmond, VA 23219; Elwood II Holdings, LLC and Elwood III Holdings, LLC, each at 21100 Noel Road, Elwood, IL 60421; Kincaid Generation, LLC, Box 260, Kincaid, IL 62540; DT Services, Inc., and Dominion Metering Services, Inc., each at 701 East Cary Street, Richmond, VA 23219; CNG International Corporation, Dominion Greenbrier, Inc., Dominion Natural Gas Storage, Inc., each at 120 Tredegar Street, Richmond, Virginia 23219; CNG Power Services Corporation, Dominion Products and Services, Inc., Dominion Retail, Inc., Dominion Member Services, Inc., The Peoples Natural Gas Company, Dominion Tower, each at 625 Liberty Avenue, Pittsburgh, PA 15222; Dominion Exploration & Production, Inc., CNG Coal Company, CNG Pipeline Company, CNG Main Pass Gas Gathering Corporation, CNG Oil Gathering Corporation, Dominion Oklahoma Texas Exploration & Production, Inc., each at Four Greenspoint Plaza, 16945 Northchase Drive, Houston, TX 77060; Dominion Transmission, Inc., Dominion Iroquois, Inc., Dominion Field Services, Inc., each at 445 West Main Street, Clarksburg, WV 26301; Hope Gas, Inc., 347 West Main Street, Clarksburg, WV 26301; and The East Ohio Gas Company, 1717 E. Ninth Street, Cleveland, OH 44114; have filed with the Commission an Application-Declaration pursuant to the Public Utility Holding Company Act of 1935 (the "1935 Act"), designating Sections 12(b) and 12(f), and Rules 43, 45 and 54 promulgated thereunder as applicable to the proposed transactions.

The applicants seek authority to form and operate through December 31, 2005 a DRI money pool ("DRI Money Pool") in which DRI, CNG and the DRI Subsidiaries would participate. A CNG Money Pool currently authorized by the Commission would be terminated.

Participants will invest their surplus funds in the DRI Money Pool, and the DRI Subsidiaries will borrow funds from the DRI Money Pool. Neither DRI nor CNG will borrow from the DRI Money Pool, but will be the ultimate provider of funds to the DRI Money Pool as needed. Dominion Resources Services, Inc. will administer the Money Pool on an "at cost" basis.

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The purpose of the DRI Money Pool would be similar to that of the CNG Money Pool, that is to provide the DRI Subsidiaries with internal and external funds and to invest surplus funds of DRI and the DRI Subsidiaries in short-term money market instruments. The DRI Money Pool will offer the DRI Subsidiaries lower short-term borrowing costs due to the elimination of banking fees, a mechanism to earn a higher return on interest from surplus funds that are loaned to other DRI Subsidiaries, and decreased reliance on external funding sources.

Funds not required by the DRI Money Pool to make loans (with the exception of funds required to satisfy the DRI Money Pool's liquidity needs) would ordinarily be invested in one or more short-term investments including: (i) obligations issued or guaranteed by the U.S. government and/or its agencies and instrumentalities, (ii) commercial paper, (iii) certificates of deposits, (iv) bankers' acceptances, (v) repurchase agreements, (vi) tax exempt notes, and (vii) other investments that are permitted by Section 9(c) of the Act and Rule 40.

The daily interest rate on loans from the DRI Money Pool and on all deposits of cash in the money pool will equal the effective weighted average rate of interest on DRI's outstanding commercial paper and/or revolving credit borrowings. If no such DRI borrowings are outstanding on the date of any outstanding loan, then the interest rate will be the Federal Funds's effective rate of interest as quoted daily by the Federal Reserve Bank of New York. The rate to be used for weekends and holidays will be the rate on the prior business day.

The interest income and investment income earned on loans and investments of surplus funds would be allocated among the participants in the DRI Money Pool in accordance with the proportion each participant's contribution of funds bears to the total amount of funds in the DRI Money Pool.

Each participant receiving a loan through the DRI Money Pool would be required to repay the principal amount of the loan, together with all interest accrued thereon, on demand. Interest on outstanding loans would be paid to the DRI Money Pool monthly. All loans made through the DRI Money Pool could be repaid by the borrower without premium or penalty.

All terms and conditions governing the operations of, and the participation by DRI, CNG and the DRI Subsidiaries in, the DRI Money Pool will be contained in a written agreement.

The Application or Declaration and any amendments thereto are available for public inspection through the Commission's Office of Public Reference. Interested persons wishing to comment or request a hearing should submit their views in writing by February 1, 2002 to the Secretary, Securities and Exchange Commission, Washington, D.C. 20549, and serve a copy on DRI at the address specified above. Proof of service (by affidavit or, in case of any attorney at law, by certificate) should be filed with the request. Any request for a hearing shall identify specifically the issues of fact or law that are disputed. A person who so requests will be notified of any hearing, if ordered, and will receive a copy of any notice or order issued in this matter. After said date, the Application-Declaration, as filed or as it may be amended, may be permitted to become effective.

For the Commission, by the Office of Public Utility  
Regulation, pursuant to delegated authority.

Jonathan G. Katz  
Secretary

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